

RECORDATION NO. 29802 FILED

JUN 07 '11 -1 11 PM

SURFACE TRANSPORTATION BOARD

Mitsui Rail Capital, LLC
71 South Wacker Drive
Suite 1800
Chicago, Illinois 60606

Main (312) 803-8880
Fax (312) 803-8890

June 7, 2011

Chief, Section of Administration
Office of Proceedings
Surface Transportation Board
395 "E" Street, S.W.
Washington, D.C. 20423

Dear Section Chief:

Please find attached one (1) copy of a Memorandum of Lease dated May 6, 2011 between the following parties:

Lessor: Mitsui Rail Capital, LLC
71 S. Wacker Drive, Suite 1800
Chicago, IL 60606

Lessee: Kansas City Power & Light Company
1200 Main Street
Kansas City, MO 64105

A description of the railroad equipment covered by the enclosed document is:

125 cars within the series MBKX 44862 - MBKX 45098 as more specifically set forth in the exhibit attached to the document.

This filing is to appear in the index as follows: Memorandum of Lease.

Please file this as a primary document as defined in the Board's Rules for the Recordation of Documents. The filing fee in the amount of \$41.00 can be charged to our account.

Should you have any questions or need further information, please do not hesitate to contact me at (312) 803-8836.

Sincerely,

/S/ Christine Peterson

Christine Peterson
Contract Administrator/Paralegal

Enclosure

JUN 17 2011 1 51 PM

JOURNAL REGISTRATION BOARD

**MEMORANDUM OF FULL SERVICE LEASE AGREEMENT
BETWEEN
MITSUI RAIL CAPITAL, LLC
("LESSOR")**

AND

**KANSAS CITY POWER & LIGHT COMPANY
("LESSEE")**

MAY 6, 2011

This Memorandum of Full Service Lease Agreement is made and entered into as of May 6, 2011 by and between Mitsui Rail Capital, LLC, a Delaware limited liability company, ("Lessor") and Kansas City Power & Light Company, a Missouri corporation ("Lessee").

WITNESSETH.

1. Lessor has agreed to furnish to Lessee, and Lessee has agreed to lease from Lessor one hundred twenty-five (125) Aluminum Bethgon II railcars built in 2002 and refurbished in 2009 by FreightCar America bearing marks and numbers as follows:

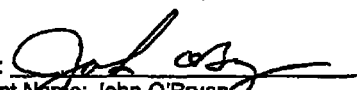
See attached Exhibit 1

2. The Lease Agreement shall be effective as of the date first set forth hereinabove and shall be subject to the lease term, as described in the Lease Agreement.

IN WITNESS WHEREOF, the parties hereto have caused this instrument to be signed and sealed by their respective corporate officers as of the date and year first above written.

LESSOR:

MITSUI RAIL CAPITAL, LLC

By: 
Print Name: John O'Bryan
Title: President

LESSEE:

KANSAS CITY POWER & LIGHT COMPANY

By: 
Print Name: Eric Peterson
Title: Director Supply Resources

Reviewed By Counsel

PJV for JAR 5/19/11

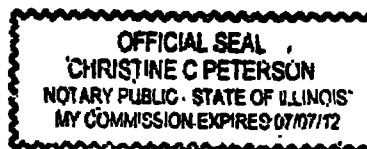
STATE OF ILLINOIS

COUNTY OF COOK

On this 31 day of May, 2011, before me personally appeared John O'Bryan to me personally known, who being by me duly sworn, says that he is the President of Mitsui Rail Capital, LLC that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Christine C. Peterson
NOTARY PUBLIC

My commission expires: July 7, 2012



STATE OF Missouri

COUNTY OF Jackson

On this 23 day of May, 2011, before me personally appeared Eric Peterson, to me personally known, who being by me duly sworn, says that he is the Director Supply Resources of Kansas City Power & Light Company that the foregoing instrument was signed on behalf of said corporation, and he acknowledged that the execution of the said instrument was his free act and deed.

Lana S. Jennings
NOTARY PUBLIC

My commission expires January 20, 2013

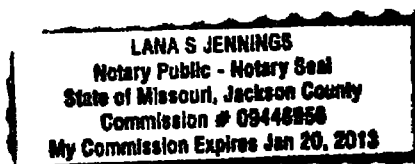


EXHIBIT 1
CAR MARKS AND NUMBERS

<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>	<u>Count</u>	<u>Mark</u>	<u>Number</u>
1	MBKX	44862	43	MBKX	44924	85	MBKX	45008
2	MBKX	44863	44	MBKX	44925	86	MBKX	45012
3	MBKX	44866	45	MBKX	44926	87	MBKX	45013
4	MBKX	44869	46	MBKX	44927	88	MBKX	45014
5	MBKX	44870	47	MBKX	44929	89	MBKX	45015
6	MBKX	44871	48	MBKX	44930	90	MBKX	45018
7	MBKX	44872	49	MBKX	44931	91	MBKX	45021
8	MBKX	44873	50	MBKX	44932	92	MBKX	45022
9	MBKX	44874	51	MBKX	44933	93	MBKX	45024
10	MBKX	44877	52	MBKX	44934	94	MBKX	45025
11	MBKX	44878	53	MBKX	44935	95	MBKX	45026
12	MBKX	44880	54	MBKX	44937	96	MBKX	45029
13	MBKX	44881	55	MBKX	44938	97	MBKX	45030
14	MBKX	44882	56	MBKX	44941	98	MBKX	45031
15	MBKX	44884	57	MBKX	44942	99	MBKX	45034
16	MBKX	44885	58	MBKX	44943	100	MBKX	45035
17	MBKX	44886	59	MBKX	44946	101	MBKX	45037
18	MBKX	44887	60	MBKX	44947	102	MBKX	45038
19	MBKX	44888	61	MBKX	44948	103	MBKX	45039
20	MBKX	44889	62	MBKX	44950	104	MBKX	45041
21	MBKX	44890	63	MBKX	44952	105	MBKX	45043
22	MBKX	44891	64	MBKX	44957	106	MBKX	45045
23	MBKX	44893	65	MBKX	44958	107	MBKX	45048
24	MBKX	44894	66	MBKX	44959	108	MBKX	45050
25	MBKX	44895	67	MBKX	44961	109	MBKX	45055
26	MBKX	44900	68	MBKX	44962	110	MBKX	45056
27	MBKX	44903	69	MBKX	44964	111	MBKX	45057
28	MBKX	44905	70	MBKX	44965	112	MBKX	45060
29	MBKX	44906	71	MBKX	44966	113	MBKX	45062
30	MBKX	44907	72	MBKX	44967	114	MBKX	45068
31	MBKX	44908	73	MBKX	44968	115	MBKX	45078
32	MBKX	44910	74	MBKX	44969	116	MBKX	45079
33	MBKX	44911	75	MBKX	44970	117	MBKX	45081
34	MBKX	44912	76	MBKX	44972	118	MBKX	45083
35	MBKX	44913	77	MBKX	44973	119	MBKX	45084
36	MBKX	44914	78	MBKX	44974	120	MBKX	45087
37	MBKX	44915	79	MBKX	44976	121	MBKX	45090
38	MBKX	44916	80	MBKX	44977	122	MBKX	45091
39	MBKX	44917	81	MBKX	44978	123	MBKX	45096
40	MBKX	44919	82	MBKX	44980	124	MBKX	45097
41	MBKX	44920	83	MBKX	45006	125	MBKX	45098
42	MBKX	44923	84	MBKX	45007			